

FORM D

PROCESSED
FEB 24 2003
THOMSON
FINANCIAL

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1175390

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	August 31, 1998
Estimated average burden hours per response	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

TD AND ASSOCIATES, INC. - J. McCOMBS #2

Filing Under (Check box(es) that apply): ☐ Rule 504 ☒ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☒ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)
TD AND ASSOCIATES, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)
18281 LEMON DRIVE, YORBA LINDA, CA. 92686

Telephone Number (Including Area Code)
(714) 779-9897

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices) N/A

Telephone Number (Including Area Code)

Brief Description of Business

OIL AND GAS DEVELOPMENT AND PRODUCTION

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month Year
1 0 8 6

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

CA

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972(2-97) 1 of P

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

TIMPE, DENNIS

Business or Residence Address (Number and Street, City, State, Zip Code)

18281 LEMON DRIVE, YORBA LINDA, CA. 92686

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☒ No ☐
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 15,000
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only..

Full Name (Last name first, if individual)

TD AND ASSOCIATES, INC.

Business or Residence Address (Number and Street, City, State, Zip Code)

18281 LEMON DRIVE, YORBA LINDA, CALIFORNIA 92686

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[XX]	[XX]	[CO]	[CT]	[DE]	[DC]	[XX]	[GA]	[HI]	[ID]
[XX]	[XX]	[IA]	[KS]	[KY]	[XX]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[XX]	[XX]	[UT]	[VT]	[XX]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 262,500	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify)	\$ 0	\$ 0
Total	\$ 262,500	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	PT. INT.	\$ 1,625,000
Regulation A	0	\$ 0
Rule 504	0	\$ 0
Total	PT. INT.	\$ 1,625,000

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ 5,250
Legal Fees	<input checked="" type="checkbox"/> \$ 3,500
Accounting Fees	<input checked="" type="checkbox"/> \$ 3,500
Engineering Fees	<input checked="" type="checkbox"/> \$ 2,625
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ 26,250
Other Expenses (identify)	<input type="checkbox"/> \$ 0
Total	<input checked="" type="checkbox"/> \$ 41,125

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

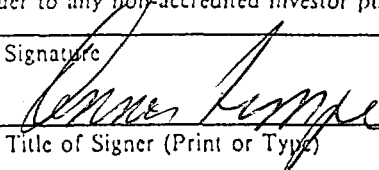
\$ 221,375

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$ <u>33,206</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Repayment of indebtedness	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>188,169</u>
Other (specify):	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Column Totals	<input checked="" type="checkbox"/> \$ <u>33,206</u>	<input checked="" type="checkbox"/> \$ <u>188,169</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ <u>221,375</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
T.D. & ASSOCIATES		01/27/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
DENNIS TIMPE	PRESIDENT	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

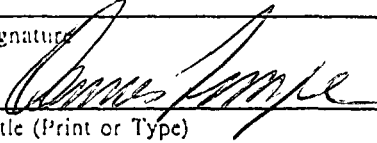
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? ☐ Yes ☒ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
TD AND ASSOCIATES, INC.		01/27/03
Name (Print or Type)	Title (Print or Type)	
DENNIS TIMPE	PRESIDENT	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Prospectus dated: January 2003

**TD AND ASSOCIATES, INC.
J. McCOMBS #2
A CALIFORNIA GENERAL PARTNERSHIP**

TD AND ASSOCIATES, INC., a California corporation

17.5 Units of Partnership Interest	\$262,500.00
in Edmonson County, Kentucky	\$15,000.00 per unit
Minimum Investment - 1 unit	

There is no public market for the Units and none is expected to develop. See "Transferability of Units".

Investors are advised to read this prospectus and retain it for future reference.

INVESTING IN OIL AND GAS PRODUCTION IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. THESE ARE SPECULATIVE SECURITIES. SEE "RISK FACTORS" AND "OTHER IMPORTANT FACTORS".

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PRICE TO PUBLIC	(Per Unit) \$15,000
COMMISSIONS	None
PROCEEDS TO ISSUER	\$262,500
TOTAL PRICE TO PUBLIC	\$262,500

(1) REPORTS TO SECURITY HOLDERS

Each unit holder will receive, in addition to monthly dividend checks, if applicable, a quarterly report including financial information concerning the General Partnership and an annual report including financial information that has been examined and reported upon with an opinion expressed by an independent public or certified public accountant.

(2) INCORPORATION BY REFERENCE

Where any document, report, or part thereof is incorporated by reference in the registrant's statement, but not included with the prospectus, TD and Associates, Inc., will provide without charge to each person to whom a prospectus is delivered, a copy of any and all of the information that has been incorporated by reference, if any, in the registration statement upon written or oral request delivered to TD and Associates, Inc., 18281 Lemon Drive, Yorba Linda, California 92886. Telephone (714) 779-9897.

(3) PRIVATE PLACEMENT

The securities being offered do not constitute a public offering and are being offered to "Accredited Investors" as defined by Rules governing the limited sale of securities without registration under the Securities Act of 1933 as amended.

(4) RISK FACTORS

The development of commercially usable oil and/or gas well(s) is highly speculative and involves significant risks of failure in that even in a successful field there remains a distinct possibility that the well(s) will not continue to produce an amount of oil and/or gas sufficient to make it commercially usable. If a well is not commercially usable it will be plugged and abandoned. In the case of a dry hole or an abandoned well all the unit holder's investment could be lost.

SUMMARY

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(5) PRINCIPAL EXECUTIVE OFFICE

TD and Associates, Inc., is located at 18281 Lemon Drive, Yorba Linda, California 92886. (714) 779-9897.

(6) USE OF PROCEEDS

The net proceeds of this offering will be used to pay for the drill and completion and/or production proceeds of one oil and/or gas well providing the partnership with a 35% Net Revenue Interest in the well.

The general partner reserves the right to change the use of proceeds of this general partnership in the case where the initial drilling becomes impractical or impossible to perform, and where after the initial drilling of a well, said well is abandoned for any reason and there remain sufficient funds to develop an alternate location.

(7) DETERMINATION OF OFFERING PRICE

The offering price of these general partnership units constitutes the amount necessary to drill and complete the wells including the cost of the sale of these units, the cost to the general partner of his contributions to the general partnership, the cost to the general partner for the leasehold rights held by him upon which development will be attempted, a fee to the general partner for his management of this general partnership and the cost of all printing and legal fees attributable to this partnership.

(8) PLAN OF DISTRIBUTION

The securities being offered are general partnership units that will be offered for cash only and will be offered by the TD and Associates, inc./general partner as issuer only.

(9) LEGAL PROCEEDINGS

There are no material pending legal proceedings to which this issuer is presently a party in either state or federal court with the exception of a current civil action pending with the Securities Division of the State of Pennsylvania.

(10) DIRECTORS AND EXECUTIVE OFFICER

The sole director and officer of TD and Associates, Inc., is Dennis Timpe, age 55. Mr. Timpe, a lifelong California resident has extensive experience in oil and gas ventures, commencing with working with his father as a young man in the Bakersfield oil fields, and continuing throughout his adult life in the development of various oil and gas ventures, financial planning, real estate and commodities, and has worked in these areas for both himself and his clientele.

(11) SECURITY OWNERSHIP OF GENERAL PARTNER

Dennis Timpe owns 100% of all shares of stock in the general partner, TD and Associates, Inc..

(12) DESCRIPTION OF SECURITIES

The securities herein being offered through general partnership constitute undivided interest in the purchase of a 35% Net Revenue Interest in one oil and/or gas well located in Edmonson County, Kentucky.

There is no established public market for these securities and none is expected to develop. There is no public trading of this security and these securities will be held by no more than thirty-five (35) purchasers.

This is a new offering and therefore it is impossible to state whether or not any cash dividends will be declared.

Barring any unforeseen complications, payments will commence between sixty (60) and one hundred and twenty (120) days from the completion of the well and will continue on a monthly basis for the usable life of the well.

(13) INTEREST OF NAMED EXPERTS AND COUNSEL

No named experts or counsel have any contingent interest in this general partnership or in the business of the issuer.

(14) STATEMENT AS TO INDEMNIFICATION

Insofar as indemnification for liabilities arising out of the Securities Act of 1933 may be permitted to directors, officers or persons controlling the general partner pursuant to any foregoing or aftergoing provisions, the general partner has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

(15) ORGANIZATION

The general partner was organized by Dennis Timpe who is its sole shareholder, director and officer and was incorporated on November 4, 1986 in the State of California, and as such is entitled to receive salary and dividends from profits, if any, engendered by the general partner.

(16) DESCRIPTION OF BUSINESS

TD and Associates, Inc., is an oil and gas operating company. It was formed to take advantage of the rapidly developing opportunities of the oil and gas industry.

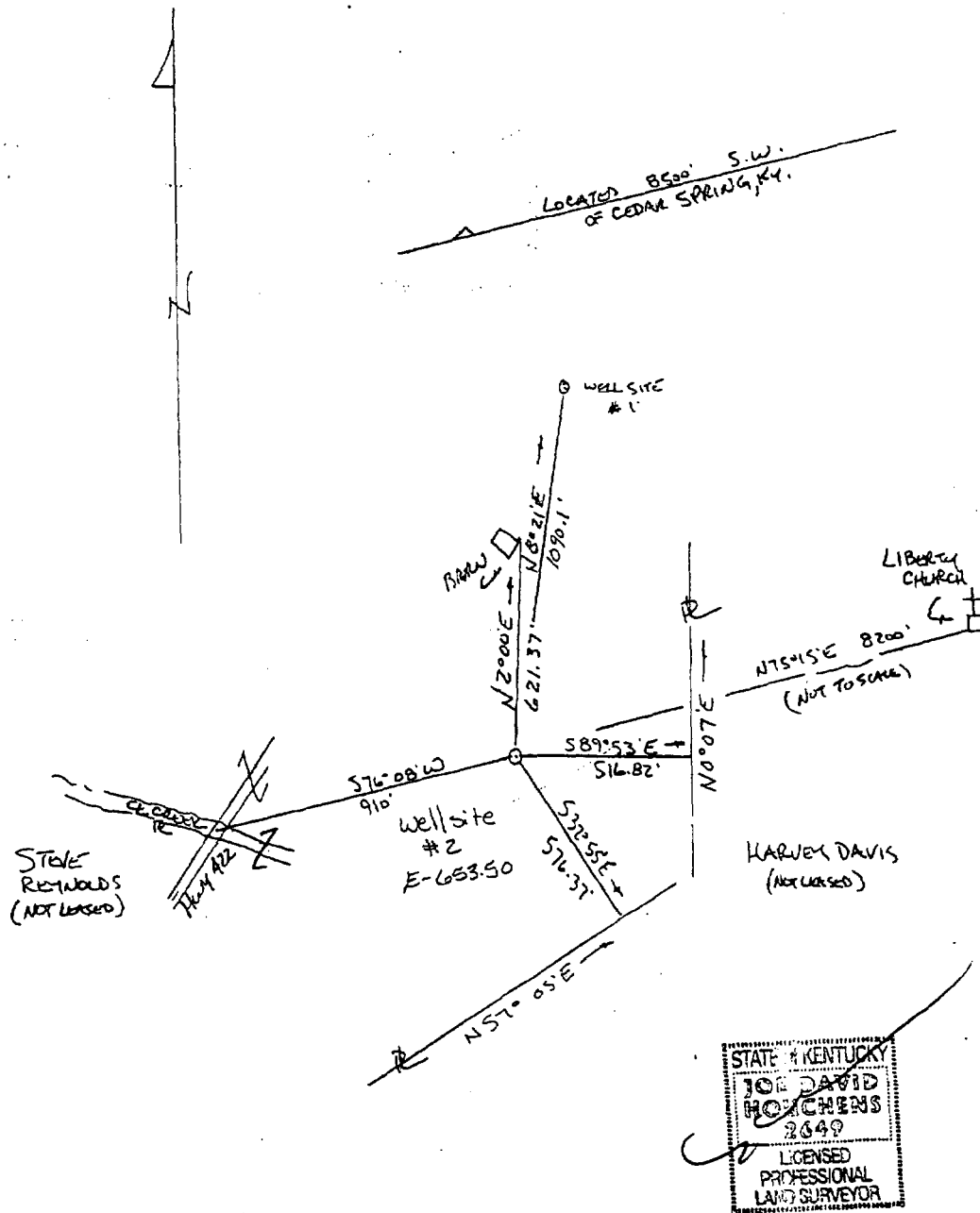
The operation of TD and Associates, Inc., is to develop via general partnerships, oil and gas wells in California, Kansas, Arkansas, Louisiana, Texas and Kentucky.

TD and Associates basic strategy is based upon its opinion that the best market for drilling, completion and production services exists at the present time. Companies that borrowed heavily during the previous boom are struggling with debt service against a decreased per barrel price for the oil that they have recovered. For this reason they are not in a position to continue exploration and development at anywhere near the level they had been maintaining.

It is TD and Associates position that it will be able to pick up leases and wells operated by struggling companies, at a reduced price, and operate these wells for a significant profit. These types of operations have been described in other Forbes and Time Magazine as "vulture funds".

At present prices it is estimated that any well which can be developed successfully as a commercial well to produce oil, gas or other minerals in a commercial quantity will result in a return of investors' funds within the first eighteen (18) to thirty-six (36) months of operations. Naturally, should the price which is paid for oil increase, we anticipate the economic advantages to also increase.

WELL LOCATION PLAT



STATE OF KENTUCKY
JOE DAVID HOUCHENS
2649
LICENSED
PROFESSIONAL
LAND SURVEYOR

OPERATOR RESOURCE & ENERGY TECHNOLOGY CORP.
ADDRESS 1811 SULLIVAN LANE
BALDWIN KY 40004
LESSOR JACKIE HEDMBS
WELL NO. 2 ELEVATION 653.50 FEET
TYPE OF LEVELING TRANSIT
COUNTY EDMONSON
USGS QUADRANGLE SMITHS GROVE, KY. 1966
CARTER COORDINATES
SECTION 11
LETTER H 349 F.S. I
NUMBER 40 118 F.W. I
PLAT SCALE - ONE INCH = 400 feet

LEGEND

- PROPOSED WELL SITE
- OIL WELL
- * GAS WELL
- ⊙ INJECTION WELL
- + PLUGGED WELL
- ✱ ABD. WELL, NOT PLUGGED

I HEREBY CERTIFY THAT THE ABOVE PLAT IS ACCURATE AND CORRECT AND SATISFIES THE REQUIREMENTS OF 805 KAR 1:030 TO THE BEST OF MY KNOWLEDGE AND BELIEF.

JOE DAVID HOUCHENS
RLS NO. 2649

DATE 4-15-02

PRIDE
ENGINEERING - SURVEYING
402 SAMSON STREET
GLASGOW, KENTUCKY 42141
(502) 651-8311

(18) SUPPLEMENTARY FINANCIAL INFORMATION

The proceeds from this offering will be sufficient to provide the capital resources necessary to drill and complete and/or purchase 35% N.R.I. of production proceeds for one well as provided for in the offering.

TD and Associates, Inc., intends to develop other wells for other general partnerships and anticipates that its efforts will be successful, however, the development of oil and gas wells even in proven fields is highly speculative and could result in a loss to the general partners of any particular partnership. Such a loss would not adversely reflect upon the liquidity of TD and Associates, Inc..

(19) INTEREST OF MANAGERS AND OTHERS IN CERTAIN TRANSACTIONS

There have been no transactions to which TD and Associates, Inc., or any of its subsidiaries was or is to be a party, for which any director, executive officer, nominee, security holder or member of the immediate family of any of the foregoing had or is to have a direct or indirect material interest.

(20) CERTAIN MARKET INFORMATION

There is no established public market for the securities being offered herein and the securities are not subject to any outstanding options or warrants to purchase nor are the securities convertible into common equity of the general partner. Further the securities being offered will not be offered publicly at any time in the future and the partnership units are not convertible to the common equity of the general partner in any manner.

(21) EXECUTIVE COMPENSATION

Name of Individual or Identity of Group: Dennis Timpe

Capacity in Which Served: Chief Executive Officer

Cash Compensation: \$60,000.00

(22) GENERAL PARTNERS' FINANCIAL INFORMATION

TD AND ASSOCIATES, INC.

BALANCE SHEET

JUNE 30, 2002

ASSETS

CURRENT ASSETS

CASH.....	\$96.00
LINE OF CREDIT	\$61,005.00
ADVANCE.....	<u>50.00</u>
TOTAL CURRENT ASSETS	\$61,151.00

FIXED ASSETS

FURNITURE AND EQUIPMENT	\$33,271.00
COMPUTER EQUIPMENT	\$20,542.00
LEASEHOLD IMPROVEMENTS	\$112,952.00
ACCUMULATED DEPRECIATION	<u>(\$68,477.00)</u>
NET FIXED ASSETS	\$96,288.00

OTHER ASSETS

LOANS REC.-HASKELL #1	\$30.00
LOANS REC.-TOMMIE PIERCE #1	<u>\$50.00</u>
TOTAL LOANS RECEIVABLE	\$80.00
NOTE RECEIVABLE FROM OFFICER	<u>\$84,684.00</u>
TOTAL OTHER ASSETS	<u>\$84,764.00</u>
TOTAL ASSETS	<u>\$244,203.00</u>

LIABILITIES AND EQUITY

CURRENT LIABILITIES

ACCOUNTS PAYABLE	\$87,718.00
ACCRUED PAYROLL TAX	\$1,373.00
ACCRUED SALARIES	\$17,764.00
ACCRUED INTEREST	\$13,595.00
BANK OVERDRAFT	<u>\$1,789.00</u>
TOTAL CURRENT LIABILITIES	\$122,239.00

LONG TERM LIABILITIES

LOANS PAYABLE	<u>\$124,800.00</u>
TOTAL LONG TERM LIABILITIES	\$124,800.00

TOTAL LIABILITIES..... \$247,039.00

EQUITY

CAPITAL STOCK	\$2,000.00
PAID IN CAPITAL	\$7,900.00
ACCUMULATED DEFICIT	<u>(\$12,736.00)</u>
TOTAL EQUITY	<u>(\$2,836.00)</u>

TOTAL LIABILITIES AND EQUITY..... \$244,203.00

*UNAUDITED

(23) TRANSFERABILITY OF UNITS AND LIMITATION ON RESALE

This is a private placement offering not constituting a public offering and therefore the securities purchased herein cannot be resold without registration under the Securities Act or an exemption therefrom.

Each offeree who becomes a unit holder will be required to represent that he is acquiring his units for investment and not with a view to distribute or resale, that he understands that the units are not freely transferable, that he must bear the economic risk of investment for an indefinite period of time and that the units cannot be sold unless they are subsequently registered or an exemption from such registration is available and unless the other applicable provisions of the issuer have been complied with. There will be no market for the units and a unit holder cannot expect to be able to liquidate this investment in case of an emergency.

(24) SUITABILITY

These units are not suitable for and will not knowingly be sold to anyone who is not an "Accredited Investor" as defined in the accompanying Offeree Questionnaire and it will be relied upon that said "Accredited Investor" has received and reviewed this prospectus and understands the risks of this investment, has the experience and knowledge with respect to similar investments which enable him/her to evaluate the merits and risks of such investment, or has obtained and relied upon experienced independent advice with respect to such evaluation.

(25) ADDITIONAL OFFERING

If five (5) units are not subscribed for by the closing date of February 1, 2003 all funds will be promptly returned with any interest earned. Until such time as the partnership commences active operations, all funds received from subscribers will be deposited in a special corporate account. The general partner reserves the right to refuse or limit subscriptions in respect to the partnership and to close the offering at any time. The active operation of the partnership will commence as soon as possible after the minimum amount of the offering is raised.

(26) RESCISSION

The purchaser of a general partnership interest in TD AND ASSOCIATES, INC. *J. McCOMBS* #2 will have five (5) days to reconsider and rescind their participation in the partnership. The five (5) days shall run from the date they sign the limited partnership signature page. A purchaser may rescind his or her participation by mailing a notice of the desire to rescind to TD and Associates, Inc., 18281 Lemon Drive, Yorba Linda, California 92886. Said written notice is to be sent by registered or certified mail.

Dated: January 2, 2003, TD and Associates, Inc.

 By Dennis Timpe

(27) OFFEREE QUESTIONNAIRE - ALL INVESTORS MUST COMPLETE THIS SECTION

The information specified herein is furnished to the Company in order to assure the Company that the undersigned satisfies the standards of a "purchaser" imposed by Rule 506 of Regulation D promulgated pursuant to Section 4(2) of the Securities Act of 1933 ("Act"). The undersigned understands that (i) the Company will rely on the information specified herein for purposes of such determination, (ii) the Units will not be registered pursuant to the Act in reliance upon the exemption from registration provided by Section 4(2) of the Act and that Rule 506, and (iii) the offer and sale of the Units in the individual states in transactions which satisfy the requirements of that Rule 506 do not require registration or qualification in the individual states because of the provisions of the National Securities Markets Improvement Act of 1996 preempts state registration and similar qualification provisions for transactions exempt pursuant to that Rule 506. The undersigned further represents to the Company that (i) the information contained herein is complete and accurate and may be relied upon by the Company and (ii) the undersigned will notify the Company immediately of any material change in any of such information occurring prior to the purchase of Units, if any purchase is made by the undersigned.

THE UNDERSIGNED UNDERSTANDS AND AGREES THAT ALTHOUGH THIS QUESTIONNAIRE WILL BE KEPT STRICTLY CONFIDENTIAL, THE COMPANY MAY PRESENT THIS QUESTIONNAIRE TO SUCH PARTIES AS IT DEEMS ADVISABLE IF CALLED UPON TO ESTABLISH THE AVAILABILITY OF AN EXEMPTION FROM THIS OFFERING PURSUANT TO ANY FEDERAL OR STATE SECURITIES LAW. THIS QUESTIONNAIRE IS NOT AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO PURCHASE, BUT MERELY A REQUEST FOR INFORMATION PURSUANT TO RULE 506 OF REGULATION D.

SECTION A- GENERAL INFORMATION

Name(s): _____

Address: _____

Telephone: (____) _____

Employer: _____

Business Address: _____

Business Telephone: (____) _____ Occupation: _____

If investment as joint tenants or tenants-in-common, indicate relationship, if any, between or among tenants.

Complete for tenants-in-common and joint tenants **ONLY** if the information above differs from that given above.

Address: _____

Telephone: (____) _____

Employer: _____

Business Address: _____

Business Telephone: (____) _____ Occupation: _____

SECTION B

THIS SECTION TO BE COMPLETED ONLY BY ACCREDITED INVESTORS

ITEM I. ALL ACCREDITED INVESTORS MUST INITIAL THE FOLLOWING LINE:

_____ (Initial). The undersigned understands that the representations contained in this Section B are made for the purpose of qualifying the undersigned as an Accredited Investor as that term is defined by the Securities and Exchange Commission for the purpose of inducing a sale of the Units to the undersigned. The undersigned hereby represents that the statement or statements initialed below are true and correct in all respects. The undersigned understands that a false representation may constitute a violation of law, and that any person who suffers damage as a result of a false representation may have a claim against the undersigned for damages.

ITEM II. ALL ACCREDITED INVESTORS MUST INITIAL ONE OR MORE OF THE FOLLOWING TWO STATEMENTS WHICH ARE TRUE.

_____ (Initial) A. The undersigned certifies that the undersigned is an Accredited Investor because the undersigned had an individual income in excess of \$200,000.00 in each 2000 and 2001 or joint income with the undersigned's spouse in excess of \$300,000.00 in each 2000 and 2001 and the undersigned reasonably expects to attain a level of income for 2002 at least equal to this amount. For the purposes of this Questionnaire, individual income means "adjusted gross income," as reported for federal income tax purposes, less any income attributable to a spouse or property owned by a spouse, increased by the following amounts (but not including any amounts attributable to a spouse or property owned by a spouse): (i) the amount of any tax exempt interest income received; (ii) the amount of losses claimed as a limited partner in a limited partnership; (iii) any deduction claimed for depletion; (iv) amounts contributed to an IRA or Keogh retirement plan; (v) alimony paid; and (vi) any amount by which income from long-term capital gains has been reduced in determining adjusted gross income pursuant to the provisions of Section 1202 of the Internal Revenue Code.

_____ (Initial) B. The undersigned certifies that the undersigned is an Accredited Investor because the undersigned has an individual net worth, or the undersigned's spouse and the undersigned have a combined individual net worth, in excess of \$1,000,000.00. For purposes of this paragraph "individual net worth" means the excess of total assets at fair market value, including home and personal property over total liabilities.

ITEM III. ACCREDITED PARTNERSHIPS, CORPORATIONS OR OTHER ENTITIES WHICH ARE NOT TRUSTS MUST INITIAL, AT LEAST, ONE OF THE FOLLOWING STATEMENTS.

_____ (Initial) A. On behalf of the investor, the undersigned hereby certifies that the investor has a net worth of at least \$5,000,000.00. On behalf of the investor, the undersigned also certifies that the investor was not formed for the specific purpose of investing in the Company.

_____ (Initial) B. On behalf of the investor, the undersigned hereby certifies that all of the beneficial owners of equity in the investor qualify as Accredited Investors under either Item II A or B above. Investors attempting to qualify under this Section must also initial Item IIA or IIB above and may be required to furnish additional information.

ITEM IV. ACCREDITED TRUSTS MUST INITIAL, AT LEAST, ONE OF THE FOLLOWING STATEMENTS:

_____ (Initial) A. On behalf of the investor, the undersigned hereby certifies that the investor is a trust with total assets in excess of \$5,000,000.00 not formed for the specific purpose of investing in the Company, whose purchase is directed by a sophisticated person having such knowledge and experience in financial matters that he is capable of evaluating the merits and risks of an investment in the Company.

_____ (Initial) B. On behalf of the investor, the undersigned hereby certifies that all of the beneficial owners of the equity in the investor qualify as accredited individual investors under either Item IIA or IIB above. Investors attempting to qualify under this Section must also initial Item IIA or IIB above and may be requires to furnish additional information.

SECTION C

1. Please **PROVIDE** the contemplated information:

The undersigned has a net worth of at least \$_____ (exclusive of home, furnishings, and automobiles, and proposed investment in the Company):

The undersigned has a net worth of at least \$_____ (exclusive of home, furnishings, and automobiles, and proposed investment in the Company) and had during the last taxable year and expect to have during the current taxable year, a minimum gross income of \$_____.

2. Please **INITIAL** the appropriate alternative:

EITHER

ITEM ONE: The undersigned has such knowledge and experience in financial, tax and business matters that the undersigned is capable of utilizing the information made available to the undersigned in connection with the offering of Units, of evaluating the merits and risks of a purchase of Units, and of making an informed investment decision with respect to the Units, and the undersigned does not desire to utilize a Purchaser Representative in connection with evaluating such merits and risks.

_____ Initial Here

OR

ITEM TWO: The undersigned intends to use the services of the following named person(s) as Purchaser Representative(s) in connection with evaluating the merits and risks of an investment in the Company and hereby appoint such person(s) to act as the undersigned's Purchaser Representative(s) in connection with the undersigned proposed purchase of Units:

_____ Initial Here

List Name(s) of Purchaser Representative(s) if applicable:

Number of Units _____. Subscription Amount \$_____ (number of Units multiplied by \$15,000.00)

Make check payable to: J. McCOMBS #2

For joint ownership BOTH PARTIES must provide a social security number or similar taxpayer identification and signature.

S.S. or Tax Identification No.

S.S. or Tax Identification No.

Please print name(s) or title(s) which the Units are to be registered.

Investor(s) must complete **resident address** for documentation purposes.

Street

City

State

Zip

Mailing address, if different from resident address:

Street

City

State

Zip

Home Phone () Business Phone ()

Indicate type of ownership:

___ Individual Ownership

___ Joint Tenants with right of survivorship

___ Community Property

___ Tenants in Common

___ Tenants by the Entirety

___ Corporate Ownership

___ Partnership Ownership

___ Custodian for a Minor

___ Trust (see below)

___ IRA or Pension Plan

Date Trust Established _____

Name of Trustee or other Administrator

EACH SUBSCRIBER REPRESENTS THAT:

- (a) The information contained herein is complete and accurate and may be relied upon, and
- (b) The undersigned will notify the Company immediately of any material change in any such information occurring prior to the acceptance of the undersigned's subscription.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement and initialed the foregoing statements and executed the included questionnaire this _____ day of _____, 2003.

FOR INDIVIDUALS:

Print Name

Signature

NAME AND SIGNATURE OF JOINT TENANT OR TENANT IN COMMON

Print Name

Signature

FOR TRUSTS, CORPORATIONS, PARTNERSHIPS

Print Name of Entity

By: _____
Print name (Trustee, President or General Partner) of person(s) making investment decision

Signature

Signature

Agreed to and accepted

By: TD and Associates, Inc., *J. McCOMBS #2*

By: _____
Dennis Timpe

Its: President